

**AMERICAN ELECTRIC POWER COMPANY, INC.**  
**EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS**

**CHARTER**

**I. PURPOSE**

The Executive Committee (the “Committee”) shall be responsible for aiding the Board of Directors in handling matters which, in the opinion of the Chair of the Board, should not be postponed until the next scheduled meeting of the Board of Directors.

**II. STRUCTURE AND OPERATIONS**

Composition and Qualifications

The Committee shall be comprised of three or more members of the Board of Directors.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

Chair

The Board of Directors shall appoint the Chair of the Committee. The Chair will chair all regular sessions of the Committee and set the agendas for Committee meetings.

**III. MEETINGS**

The Committee shall meet at such times as it deems to be necessary or appropriate. The Chair of the Board or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically or by similar communications equipment.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

#### IV. RESPONSIBILITIES AND DUTIES

During intervals between meetings of the Board of Directors, subject to the limitations prescribed in the By-Laws of the Company, the Executive Committee shall have and may exercise all the authority of the Board of Directors. The Executive Committee shall keep minutes of its acts and proceedings. The Executive Committee shall submit the minutes to the next succeeding meeting of the Board of Directors for approval; however, failure to submit or receive approval of the minutes shall not invalidate any action taken upon the authorization of the Executive Committee.

The Committee shall have the authority to retain outside legal, accounting or other advisors, including the authority to approve the fees payable to such advisors and any other terms of retention.

#### V. PERFORMANCE EVALUATION

The Committee shall periodically review and evaluate the performance of the Committee, including by reviewing the compliance of the Committee with this Charter. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.